

Hearing Date: March 7, 2018 at 8:30 a.m. (ET) / 9:30 a.m. (AST)
Objection Deadline: January 4, 2018 at 3:00 p.m. (ET) / 4:00 p.m. (AST)

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

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In re: :
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THE FINANCIAL OVERSIGHT AND : PROMESA
MANAGEMENT BOARD FOR PUERTO RICO, : Title III
:
as representative of : Case No. 17-BK-3283 (LTS)
:
THE COMMONWEALTH OF PUERTO RICO, *et al.*, : (Jointly Administered)
:
Debtors.¹ :
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**NOTICE OF HEARING ON FIRST INTERIM APPLICATION OF MEMBER OF
OFFICIAL COMMITTEE OF UNSECURED CREDITORS, FOR REIMBURSEMENT
OF EXPENSES FOR PERIOD FROM JUNE 15, 2017 THROUGH SEPTEMBER 30, 2017**

PLEASE TAKE NOTICE that a hearing on the annexed *First Interim Application of Member of Official Committee of Unsecured Creditors for Reimbursement of Expenses for Period from June 15, 2017 Through September 30, 2017* (the “Application”) filed by Drivetrain, LLC (“Committee Member”), as a member of the Official Committee of Unsecured Creditors of all title III Debtors (other than COFINA) (the “Committee”), will be held before the Honorable Laura Taylor Swain United States District Court Judge, at the United States District Court for the District of Puerto Rico, in Room 3, 150 Carlos Chardón Street, Federal Building, Office 150, San

¹ The Debtors in these title III cases, along with each Debtor’s respective title III case number listed as a bankruptcy case number due to software limitations and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17-BK-3283 (LTS)) (Last Four Digits of Federal Tax ID: 3481), (ii) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17-BK-3566(LTS)) (Last Four Digits of Federal Tax ID: 9686), (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17-BK-3567 (LTS)) (Last Four Digits of Federal Tax ID: 3808), (iv) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17-BK-3284 (LTS)) (Last Four Digits of Federal Tax ID: 8474); and (v) Puerto Rico Electric Power Authority (“PREPA”) (Bankruptcy Case No. 17-BK-4780) (Last Four Digits of Federal Tax ID: 3747).

Juan, Puerto Rico 00918-1767 on **March 7, 2018 at 8:30 a.m. (ET) / 9:30 a.m. (AST)** (the “Hearing”).

PLEASE TAKE FURTHER NOTICE that any responses or objections (“Objections”) to the Application by any party other than the Fee Examiner shall be in writing, shall conform to the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules for the District of Puerto Rico, shall be filed with the court (a) by attorneys practicing in the District Court, including attorneys admitted *pro hac vice*, electronically in accordance with rule 5 of the Local Rules for the District of Puerto Rico, and (b) by all other parties in interest, on a CD-ROM, in text-searchable portable document format (PDF), to the extent applicable, and shall be served in accordance with the *First Amended Order Setting Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Docket No. 1715] (the “Interim Compensation Order”), so as to be so filed and received by the Notice Parties (as defined in the Interim Compensation Order) no later than **January 4, 2018 at 3:00 p.m. (ET) / 4:00 p.m. (AST)** (the “Objection Deadline”).

PLEASE TAKE FURTHER NOTICE that, in accordance with the Interim Compensation Order, if no Objections are timely filed, and if the Fee Examiner issues the Fee Examiner Report (as defined in the Interim Compensation Order) recommending approval of the Application in full or in part, the court may grant the Application without a hearing.

Dated: December 15, 2017
San Juan, Puerto Rico

/s/ G. Alexander Bongartz

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Local Counsel to the Official Committee of Unsecured Creditors

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as representative of : Case No. 17-BK-3283 (LTS)
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THE COMMONWEALTH OF PUERTO RICO, *et al.*, : (Jointly Administered)
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**FIRST INTERIM APPLICATION OF MEMBER OF OFFICIAL COMMITTEE OF
UNSECURED CREDITORS COMMITTEE FOR REIMBURSEMENT OF EXPENSES
FOR PERIOD FROM JUNE 15, 2017 THROUGH SEPTEMBER 30, 2017**

COVER SHEET

Name of applicant:	Committee Member Drivetrain, LLC ("Committee Member")
Authorized to provide professional services to:	Official Committee of Unsecured Creditors of all Title III Debtors (other than COFINA) (the "Committee")
Date of appointment:	June 15, 2017
Period for which reimbursement is sought:	June 15, 2017 through and including Sept. 30, 2017 (the "Application Period")
Amount of interim expense reimbursement sought as actual, reasonable, and necessary:	\$3,135.54

¹ The Debtors in these title III cases, along with each Debtor's respective title III case number listed as a bankruptcy case number due to software limitations and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17-BK-3283 (LTS)) (Last Four Digits of Federal Tax ID: 3481), (ii) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17-BK-3566(LTS)) (Last Four Digits of Federal Tax ID: 9686), (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17-BK-3567 (LTS)) (Last Four Digits of Federal Tax ID: 3808), (iv) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17-BK-3284 (LTS)) (Last Four Digits of Federal Tax ID: 8474); and (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17-BK-4780) (Last Four Digits of Federal Tax ID: 3747).

SUMMARY OF EXPENSES DURING INTERIM PERIOD

Expense Category	Total Expenses
Drivetrain, LLC – Travel and Lodging Expenses for Committee Meetings & Mediation	\$3,135.54
TOTAL	\$3,135.54

DETAIL OF EXPENSES DURING INTERIM PERIOD

Drivetrain, LLC²

Description	Expense Category	Total
Lauren Krueger's Travel for UCC Meeting in San Juan; Puerto Rico 06/25/17 – 06/27/17, UCC Meeting on 07/12/17, and Mediation Sessions on 08/29/17 – 08/31/17	Roundtrip Airfare (economy) from JFK to San Juan and San Juan to Reagan Nat'l	\$678.20
	Taxis	\$309.07
	Lodging, Embassy Suites San Juan (06/25/17 – 06/27/17)	\$521.30
	Miscellaneous	\$40.00
Lauren Krueger's Travel for Mediation Sessions in Washington, D.C. from 09/13/17 – 09/14/17	Roundtrip Airfare (economy) from LaGuardia to Reagan Nat'l	\$914.40
	Lodging, Sofitel Washington, D.C. (09/13/17 – 09/14/17)	\$468.31
	Taxis	\$151.72
	Meals	\$52.54
TOTAL	\$3,135.54	

² The supporting receipts of Drivetrain, LLC are attached hereto as Exhibit A.

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THE COMMONWEALTH OF PUERTO RICO, *et al.*, : (Jointly Administered)
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**FIRST INTERIM APPLICATION OF MEMBER OF OFFICIAL COMMITTEE OF
UNSECURED CREDITORS FOR REIMBURSEMENT OF EXPENSES FOR PERIOD
FROM JUNE 15, 2017 THROUGH SEPTEMBER 30, 2017**

To the Honorable United States District Court Judge Laura Taylor Swain:

Pursuant to the *First Amended Order Setting Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Docket No. 1715 in Case No. 17-3283], Drivetrain, LLC (“Committee Member”), as a member of the Official Committee of Unsecured Creditors of all title III Debtors (other than COFINA) (the “Committee”),² appointed in the above-caption title III cases, hereby file this *First Interim Application of Member of Creditors Committee for Reimbursement of Expenses for Period From June 15,*

¹ The Debtors in these title III cases, along with each Debtor’s respective title III case number listed as a bankruptcy case number due to software limitations and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17-BK-3283 (LTS)) (Last Four Digits of Federal Tax ID: 3481), (ii) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17-BK-3566(LTS)) (Last Four Digits of Federal Tax ID: 9686), (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17-BK-3567 (LTS)) (Last Four Digits of Federal Tax ID: 3808), (iv) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17-BK-3284 (LTS)) (Last Four Digits of Federal Tax ID: 8474); and (v) Puerto Rico Electric Power Authority (“PREPA”) (Bankruptcy Case No. 17-BK-4780) (Last Four Digits of Federal Tax ID: 3747).

² Prior to August 25, 2017, the Committee was the official committee of unsecured creditors for the Commonwealth’s title III case only. On August 25, 2017, the U.S. Trustee expanded the Committee’s role to also include the title III cases of HTA, ERS, and PREPA.

2017 Through September 30, 2017 (the “Application”). By this Application, Committee Member seeks reimbursement of reasonable, actual, and necessary expenses that it incurred in the amount of \$3,135.54 during the Application Period. In support of this Application, Committee Member respectfully represent as follows:

BACKGROUND

1. On May 3, 2017, the Oversight Board commenced a title III case for the Commonwealth of Puerto Rico (the “Commonwealth”) by filing a voluntary petition for relief pursuant to section 304 (a) of PROMESA (the “Commonwealth Title III Case”). Thereafter, the Oversight Board commenced a title III case for each of COFINA, the Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS Title III Case”), the Puerto Rico Highways and Transportation Authority (“HTA Title III Case”), and the Puerto Rico Electric Power Authority (“PREPA Title III Case”) (and together with the Commonwealth Title III Case, the “Title III Cases”). By orders dated June 29, 2017 [Docket No. 537] and October 6, 2017 [Docket No. 1417], the court approved the joint administration of the Title III Cases.

2. On June 15, 2017, the Office of the United States Trustee for the District of Puerto Rico (the “U.S. Trustee”) filed a *Notice Appointing Creditors Committee for Unsecured Creditors* [Docket No. 338], pursuant to which Committee Member, among others, was appointed to serve on the Committee.

3. On August 23, 2017, the court entered the *Order Setting Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (as amended, the “Interim Compensation Order”).³

³ The Interim Compensation Order was amended on November 8, 2017, to reflect certain changes requested by the Fee Examiner [Docket No. 1715].

4. The Interim Compensation Order provides that “[e]ach member of any statutory committee is permitted to submit statements of expenses (excluding third-party professional expenses of individual committee members) and supporting vouchers to the respective committee’s counsel, which counsel shall collect and submit for reimbursement in accordance with the Interim Compensation Procedures.” Interim Compensation Order, ¶4.

5. On August 25, 2017, the U.S. Trustee filed an *Amended Notice of Appointment of Official Committee of Unsecured Creditors* [Docket No. 1171], which expanded the role of the Committee to be the official committee for the HTA Title III Case, the ERS Title III Case, and the PREPA Title III Case.

6. In accordance with the Interim Compensation Order, expense reports for the Committee Member’s out-of-pocket expenses in the aggregate amount of \$3,135.54 were submitted to the Notice Parties (as defined in the Interim Compensation Order) in respect of expenses incurred by Committee Member during the Application Period. As of the date of this Application, Committee Member has not yet received payment for (a) the expense report for the months of June and July 2017, requesting payment in the aggregate amount of \$1,472.35, (b) the expense report for the month of August 2017, requesting payment in the amount of \$76.22,⁴ and (c) the expense report for the month of September, 2017, requesting payment in the aggregate amount of \$1,586.97.⁵ Accordingly, the aggregate amount of \$3,135.54 remains unpaid.⁶

⁴ The deadline to object to June, July, and August expense reports was November 9, 2017. No objections were received and, in accordance with the Interim Compensation Order, the Debtors were required to pay the amounts requested in these expense reports by November 28, 2017.

⁵ The deadline to object to the September expense report was December 15, 2017 at 4:00 p.m. (AST). No objections were received as of the filing of this Application.

⁶ Committee Member reserves its right to seek to compel compliance with the Interim Compensation Order.

RELIEF REQUESTED

7. Pursuant to the Interim Compensation Order and section 503(b)(3)(F) of the Bankruptcy Code, made applicable to these cases by section 301(a) of PROMESA, the Committee Member respectfully requests interim allowance and reimbursement of its reasonable, actual, and necessary expenses incurred in rendering services as a member of the Committee during the Application Period in the amount of \$3,135.54.

NOTICE

8. In accordance with the Interim Compensation Order, Paul Hastings will provide notice of this Application to (i) the attorneys for the Oversight Board, Proskauer Rose LLP and O'Neill & Borges LLC; (ii) the attorneys for the Puerto Rico Fiscal Agency and Financial Advisory Authority, O'Melveny & Myers LLP; (iii) the Office of the United States Trustee for the District of Puerto Rico; (iv) the attorneys for the Official Committee of Retired Employees, Jenner & Block LLP and Bennazar, García & Milián, C.S.P.; (v) the Fee Examiner, Brady Williamson; and (vi) counsel to the Fee Examiner, Godfrey & Kahn, S.C. and EDGE Legal Strategies, PSC. In addition, the notice of hearing with respect to this Application will be served on all parties that have filed a notice of appearance in the Title III Cases.

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CONCLUSION

WHEREFORE, the Committee Member respectfully requests entry of an order

(i) allowing Committee Member's claim for reimbursement of actual and necessary expenses incurred during the Application Period in the amount of \$3,135.54; (ii) directing the Debtors' payment of the difference between the amount of \$3,135.54 and the amounts previously paid by the Debtors pursuant to the Interim Compensation Order; and (iii) granting such other and further relief as is just.

Dated: December 15, 2017

/s/ G. Alexander Bongartz

PAUL HASTINGS LLP
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- and -

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